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KIAHUNA GOLF CLUB, LLC,
KG KAUAI DEVELOPMENT, LLC,
PUKALANI GOLF CLUB, LLC,
KG MAUI DEVELOPMENT, LLC,
MILILANI GOLF CLUB, LLC,
QK HOTEL, LLC, OR HOTEL, LLC,
AND KG HOLDINGS, LLC

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF HAWAII

SPORTS SHINKO CO., LTD., a
Japan corporation,

Plaintiff,

vs.

QK HOTEL, LLC, a Hawaii limited
liability company, et al.,

Defendants,

and

FRANKLIN K. MUKAI,

Third-Party Plaintiff,

vs.

SPORTS SHINKO (USA) CO., LTD.,
a Delaware Corporation, et al.,

CV 04-00124 ACK-BMK

CONSOLIDATED CASES

CONCISE STATEMENT OF
FACTS IN SUPPORT OF KG
DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT IN CV
NO. 04-00128 ACK-BMK;
DECLARATION OF WAYNE
TANIGAWA; DECLARATION OF
ROBERT A. MARKS; TABLE OF
EXHIBITS; EXHIBITS "A" – "T";
TRANSLATOR'S DECLARA-
TION; CERTIFICATE OF
SERVICE

DATE: February 13, 2006

TIME: 9:30 am

JUDGE: Hon. Alan C. Kay

Third-Party Defendants.

SPORTS SHINKO (USA) CO., LTD.,
a Delaware corporation,

Plaintiff,

vs.

PUKALANI GOLF CLUB, LLC, a
Hawaii limited liability company, et
al.,

Defendants,

and

FRANKLIN K. MUKAI,

Third-Party Plaintiff,

vs.

SPORTS SHINKO CO., LTD., a
Japan Corporation, et al.,

Third-Party Defendants.

CV 04-00125 ACK-BMK

SPORTS SHINKO (USA) CO., LTD.,
a Delaware corporation,

Plaintiff,

vs.

KIAHUNA GOLF CLUB, LLC, a
Hawaii limited liability company, et
al.,

Defendants,

and

FRANKLIN K. MUKAI

Third-Party Plaintiff,

vs.

SPORTS SHINKO CO., LTD., a
Delaware Corporation, et al.,

Third-Party Defendants.

CV 04-00126 ACK-BMK

SPORTS SHINKO CO., LTD., a
Japan corporation,

Plaintiff,

vs.

OR HOTEL, LLC, a Hawaii limited
liability company, et al.,

Defendants,

and

FRANKLIN K. MUKAI,

Third-Party Plaintiff,

vs.

SPORTS SHINKO (USA) CO., LTD.,
a Delaware Corporation, et al.,

Third-Party Defendants.

CV 04-00127 ACK-BMK

SPORTS SHINKO (USA) CO., LTD.,
a Delaware corporation,

Plaintiff,

vs.

MILILANI GOLF CLUB, LLC, a
Hawaii limited liability company; et
al.,

Defendants,

and

FRANKLIN K. MUKAI,

Third-Party Plaintiff,

vs.

SPORTS SHINKO CO., LTD., a
Japan Corporation, et al.,

Third-Party Defendants.

CV 04-00128 ACK-BMK

CONCISE STATEMENT OF FACTS IN SUPPORT OF
KG DEFENDANTS' MOTION FOR SUMMARY JUDGMENT
IN CV NO. 04-00128 ACK-BMK

Pursuant to Local Rule 56.1 of the Rules of the United States District Court for the District of Hawaii, defendants KG Holdings, LLC and Mililani Golf Club, LLC, through their counsel, Price Okamoto Himeno and Lum, hereby submit their concise statement of facts and supporting exhibits and declarations in support of their Motion for Summary Judgment in CV No. 04-00128 ACK-BMK.

DATED: Honolulu, Hawaii, January 13, 2006.

/s/ Robert A. Marks

WARREN PRICE, III

ROBERT A. MARKS

Attorneys for Defendants

KIAHUNA GOLF CLUB, LLC,
KG KAUAI DEVELOPMENT, LLC,
PUKALANI GOLF CLUB, LLC,
KG MAUI DEVELOPMENT, LLC,
MILILANI GOLF CLUB, LLC,
QK HOTEL, LLC, OR HOTEL, LLC,
AND KG HOLDINGS, LLC

FACT	SUPPORT FOR FACT
For purposes of this motion only, the allegations in the complaints in the five consolidated lawsuits are true.	Exhibits A, H-1, H-2, H-3 and H-4, passim; Exhibit N at 2.
At all material times, Toshio Kinoshita exerted operational control over all of the Sports Shinko entities , including (among others) plaintiff Sports Shinko (USA) Co., Ltd. (“SS-USA”) and Sports Shinko (Mililani) Co., Ltd. (“SS-Mililani”), That is, at all material times:	Exhibit A at ¶¶ 1, 8; Exhibit B at Bates 256 1013; Exhibit C at Bates 111 3355; Exhibits D and E; Exhibit F at 6 - 8 (admissions 1-7); Exhibits H-1, H-2 and H-4 at ¶¶ 1; 8, Exhibit H-3 at ¶¶ 1, 15; Exhibits I, J, K, L, M, O and P; Exhibit Q at 29-30, 45, 166-67; 262; Exhibit S.
Toshio Kinoshita was President, and Representative Director of Sports Shinko Co., Ltd. (SS-Japan) , and also held another high office (identified in “confidential” exhibit C).	Exhibit B at 256 1013; Exhibit C at Bates 111 3355; Exhibit F at 6 (Admission 1)
Toshio Kinoshita was President of SS-USA.	Exhibit O; Exhibit F at 7 (Admission 2)
Toshio Kinoshita was President of Sports Shinko (Hawaii) Co., Ltd. (“SS-Hawaii”).	Exhibit P; Exhibit F at 7 (Admission 3)
Toshio Kinoshita was President of SS-Mililani.	Exhibit I; Exhibit F at 8 (Admission 6)
Toshio Kinoshita was President of Sports Shinko (Pukalani) Co., Ltd. (“SS-Pukalani”).	Exhibit J; Exhibit F at 7 (Admission 5)
Toshio Kinoshita was President of Sports Shinko (Kauai) Co., Ltd. (“SS-Kauai”).	Exhibit K; Exhibit F at 8 (Admission 7)

FACT	SUPPORT FOR FACT
Toshio Kinoshita was President of Sports Shinko (Waikiki) Corporation (“SS-Waikiki”).	Exhibit L
Toshio Kinoshita was President of Sports Shinko Resort Hotel Corporation.	Exhibit M
At all material times, Toshio Kinoshita exerted ownership control over all of the Sports Shinko entities , including SS-USA and SS-Mililani. That is, at all material times:	Exhibit A at ¶ 1; Exhibit B at 256 1013; Exhibits D and E; Exhibit F at pp. 13 (Admissions 25 and 26) and 30 (Answer to Interrogatory 15); Exhibits H-1, H-2, H-3 at ¶¶ 1 and 8; Exhibit H-4 at ¶¶ 1 and 15; Exhibit N at 2; Exhibit Q at pp. 29-30, 45, 166-67; 262; Exhibit S
Toshio Kinoshita owned a majority of the stock of SS-Japan.	Exhibit B at Bates 256 1013; Exhibits D and E
SS-Japan owned eighty-nine percent of the stock of SS-USA.	Exhibit F at p. 13 (Admissions 25 and 26)
SS-USA owned 100% of the stock of SS-Hawaii.	Exhibits A, H-1, H-2, H-3 and H-4 at ¶ 1; Exhibit F at 12 (Admission 24)
SS-Hawaii owned 100% of the stock of SS-Mililani.	Exhibit A at ¶ 1; Exhibit F at 13 (Admission 21)
SS-Hawaii owned 100% of the stock of SS-Pukalani.	Exhibit H-2 at ¶ 1; Exhibit F at 11 (Admission 20)
SS-Hawaii owned 100% of the stock of SS-Kauai.	Exhibit H-3 at ¶ 1; Exhibit F at 12 (Admission 22)
SS-Hawaii owned 100% of the stock of Sports Shinko Resort Hotel Corporation.	Exhibits H-1 and H-4 at ¶ 1; Exhibit F at 12 (Admission 23)

FACT	SUPPORT FOR FACT
Sports Shinko Resort Hotel Corporation owned 100% of the stock of SS-Waikiki.	Exhibits H-1 and H-4 at ¶ 1
The Sports Shinko entities that signed the Purchase and Sale Agreement owned the properties transferred to the KG nominees.	Exhibit S at A 12368-70; Exhibits A, H-1, H-2 and H-4 at ¶ 9; Exhibit H-3 at ¶ 16; Exhibit G at 4.
SS-Mililani owned the “Mililani Properties” transferred to Defendant Mililani Golf Club LLC.	Exhibit S at A12369; Exhibit A at ¶ 9; Tanigawa Decl. at ¶ 2.

TABLE OF EXHIBITS

<u>Ex</u>	<u>Document</u>
A	2 nd Amended Complaint – 04-0128 (Mililani Golf Course)
B	SS-Japan's Reorganization Plan filed with Osaka District Court (excerpts)
C	SS-J CY 2000 Financial Statement (English and Japanese) (excerpts)
D	Japan tax return schedule identifying shareholders of Kinoshita Construction Co., Ltd.
E	Japan tax return schedule identifying shareholders of Misaki Country Club Co., Ltd.
F	SS answers to interrogatories, RFA, POD dated May 13, 2005 (excerpts)
G	Plaintiffs' Ex Parte Motion to assign to single judge (excerpt)
H-1	2 nd Amended Complaint – 04-0124 (Queen Kapiolani Hotel)
H-2	2 nd Amended Complaint – 04-0125 (Pukalani Golf Course)
H-3	2 nd Amended Complaint – 04-0126 (Kiahuna Golf Course)
H-4	2 nd Amended Complaint – 04-0127 (Ocean Resort Hotel)
I	SS-Mililani 2001 DCCA registration statement
J	SS-Pukalani 2001 DCCA registration statement
K	SS-Kauai 2001 DCCA registration statement
L	SS Waikiki 2001 DCCA registration statement
M	SS Resort Hotel Corporation 2001 DCCA registration statement
N	1 st Amended Complaint - 04-0128 (Mililani Golf Course) (excerpt)
O	SS-USA Delaware corporate registration statement
P	SS-Hawaii 2001 DCCA registration statement
Q	Excerpts of Dep of Satoshi Kinoshita at 29-30, 45, 166-67; 262
R	Stand-Aside and Subordination Agreement
S	SS-KG Purchase and Sale Agreement (excerpts)
T	Buyer's Notice Under Purchase & Sale Agreement

CERTIFICATE OF SERVICE

I hereby certify that, on the dates and by the methods of service noted below, a true and correct copy of the foregoing was served on the following on January 13, 2006 as follows:

Served electronically through CM/ECF:

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DATED: Honolulu, Hawaii, January 13, 2006.

/s/ Robert A. Marks

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KIAHUNA GOLF CLUB, LLC,

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